

AMDOCS LTD  
Form 20-F/A  
December 09, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Amendment No. 1  
to  
Form 20-F**

- o REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
OR**
- p ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the fiscal year ended September 30, 2010  
OR**
- o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
OR**
- o SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

**Commission File Number 1-14840**

**AMDOCS LIMITED**

*(Exact name of Registrant as specified in its charter)*

**Guernsey**

*(Jurisdiction of incorporation or organization)*

**Suite 5, Tower Hill House Le Bordage  
St. Peter Port, Island of Guernsey, GY1 3QT**

**Amdocs, Inc.**

**1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017**

*(Address of principal executive offices)*

**Thomas G. O Brien**

**Amdocs, Inc.**

**1390 Timberlake Manor Parkway, Chesterfield, Missouri 63017**

**Telephone: 314-212-8328**

**Email: dox\_info@amdocs.com**

*(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)*

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class</b>              | <b>Name of Exchange on Which Registered</b> |
|---|---|
| <b>Ordinary Shares, par value £0.01</b> | <b>New York Stock Exchange</b>              |

**Securities registered or to be registered pursuant to Section 12(g) of the Act:  
None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:  
None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

|  |                                      |
|--|--------------------------------------|
| Ordinary Shares, par value £0.01<br>(Title of class) | 193,049,164(1)<br>(Number of shares) |
|--|--------------------------------------|

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued   
by the International Accounting Standards Board

Other

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

- (1) Net of 51,082,645 shares held in treasury. Does not include (a) 22,198,151 ordinary shares reserved for issuance upon exercise of stock options granted under our stock option plan or by companies we have acquired, and (b) 23,655 ordinary shares reserved for issuance upon conversion of outstanding convertible debt securities.
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**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to our Annual Report on Form 20-F for the fiscal year ended September 30, 2010, as originally filed with the Securities and Exchange Commission on December 7, 2010, is to furnish Exhibit 101 to the Form 20-F in accordance with Rule 405 of Regulation S-T.

Exhibit 101 provides the following financial information from our Annual Report on Form 20-F for the fiscal year ended September 30, 2010, formatted in eXtensible Business Reporting Language:

- (i) Consolidated Balance Sheets as of September 30, 2010 and 2009;
- (ii) Consolidated Statements of Income for the fiscal years ended September 30, 2010, 2009 and 2008;
- (iii) Consolidated Statements of Changes in Shareholders' Equity for the fiscal years ended September 30, 2010, 2009 and 2008;
- (iv) Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2010, 2009 and 2008; and
- (v) Notes to Consolidated Financial Statements.

No other changes have been made to the original Annual Report on Form 20-F. This Amendment No. 1 to our Annual Report on Form 20-F speaks as of the original filing date and has not been updated to reflect events occurring subsequent to the original filing date.

Pursuant to Rule 406T of Regulation S-T, the interactive data files comprising Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**PART III**

**ITEM 19. EXHIBITS**

The exhibits listed on the Exhibit Index hereof are filed herewith in response to this Item.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Amdocs Limited

/s/

Thomas G. O'Brien

Thomas G. O'Brien

*Treasurer and Secretary*

*Authorized U.S. Representative*

Date: December 9, 2010

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Amended and Restated Memorandum of Incorporation of Amdocs Limited (incorporated by reference to Exhibits 99.1 to Amdocs Form 6-K filed January 26, 2009)   |
| 1.2*               | Amended and Restated Articles of Incorporation of Amdocs Limited  |
| 2.a.1              | Indenture, dated March 5, 2004, between Amdocs Limited and The Bank of New York, as trustee, for 0.50% Convertible Senior Notes due 2024 (incorporated by reference to Exhibit 99.1 to Amdocs Form 6-K, filed March 5, 2004)  |
| 2.a.2              | Registration Rights Agreement, dated March 5, 2004, among Amdocs Limited and Morgan Stanley & Co. Incorporated, Goldman, Sachs & Co. and Merrill Lynch, Pierce Fenner & Smith Incorporated (incorporated by reference to Exhibit 99.2 to Amdocs Form 6-K, filed March 5, 2004)  |
| 4.b.1              | Further Amended and Restated Information Technology Services Agreement, dated September 1, 2007, between Amdocs, Inc. and AT&T Services, Inc. (confidential material has been redacted and complete exhibits have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 99.3 to Amdocs Report of Foreign Private Issuer on Form 6-K dated December 3, 2007)  |
| 4.b.2              | Master Agreement for Software and Services between Amdocs, Inc. and SBC Operations, Inc., effective July 7, 1998 (confidential material has been redacted and complete exhibits have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 10.13 to Amdocs Amendment No. 1 to Registration Statement on Form F-1, dated May 21, 1999, Registration No. 333-75151)  |
| 4.b.3              | Software Master Agreement between Amdocs Software Systems Limited and SBC Services, Inc., effective December 10, 2003 (confidential material has been redacted and complete exhibits have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 99.2 to Amdocs Amendment No. 1 to Registration Statement on Form F-3, dated September 21, 2004, Registration No. 333-114344)   |
| 4.b.4              | Agreement between Amdocs, Inc. and SBC Services, Inc. for Software and Professional Services, effective August 7, 2003 (confidential material has been redacted and complete exhibits have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 99.3 to Amdocs Amendment No. 1 to Registration Statement on Form F-3, dated September 21, 2004, Registration No. 333-114344)  |
| 4.b.5              | Amended and Restated Customer Care and Billing Services Agreement, dated as of July 1, 2006, between Sprint/United Management Company and Amdocs Software Systems Limited (confidential material has been redacted and complete exhibits have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 99.1 to Amdocs Form 6-K dated December 13, 2006)   |
| 4.b.6              | Agreement Amending the Further Amended and Restated Master Outsourcing Agreement and Master License and Services Agreement, dated as of October 5, 2006, between Bell Canada and Amdocs Canadian Managed Services Inc. (confidential material has been redacted and complete exhibits have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 4.c.1 to Amdocs Report of Foreign Private Issuer on Form 6-K dated December 13, 2006) |
| 4.b.7              | Further Amended and Restated Information Technology Services Agreement, dated as of December 31, 2009, by and between AT&T Services, Inc. and Amdocs Inc. (confidential material has been redacted and complete exhibits have been separately filed with the Securities and Exchange Commission) (incorporated by reference to Exhibit 99.1 to Amdocs Report of Foreign Private Issuer on Form 6-K dated November 1, 2010)  |

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- 4.b.8 Credit Agreement, dated as of November 27, 2007, among Amdocs Limited, certain of its subsidiaries, the lenders from time to time party thereto, JPMorgan Chase Bank, N.A., as administrative agent, J.P. Morgan Europe Limited, as London agent, and JPMorgan Chase Bank, N.A., Toronto branch, as Canadian agent (incorporated by reference to Exhibit 4.B.9 to Amdocs Annual Report on Form 20-F filed December 3, 2007)
- 4.c.1 Amdocs Limited 1998 Stock Option and Incentive Plan, as amended (incorporated by reference to Exhibit 4.c.1 to Amdocs Annual Report on Form 20-F filed December 13, 2006)



| Exhibit<br>No. | Description  |
|----------------|--|
| 8*             | Subsidiaries of Amdocs Limited   |
| 12.1*          | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)  |
| 12.2*          | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)  |
| 13.1*          | Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350  |
| 13.2*          | Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350  |
| 14.1*          | Consent of Ernst & Young LLP   |
| 101**          | The following financial information from Amdocs Limited's Annual Report on Form 20-F for the fiscal year ended September 30, 2010, filed with the SEC on December 7, 2010, formatted in eXtensible Business Reporting Language (XBRL):(i) Consolidated Balance Sheets as of September 30, 2010 and 2009, (ii) Consolidated Statements of Income for the fiscal years ended September 30, 2010, 2009 and 2008, (iii) Consolidated Statements of Changes in Shareholders Equity for the fiscal years ended September 30, 2010, 2009 and 2008, (iv) the Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2010, 2009 and 2008, and (iv) Notes to Consolidated Financial Statements |

\* Previously filed.

\*\* Submitted electronically herewith.